

## FORM 10-KSB

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Fiscal Year Ended February 28, 2006

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-49685

## BI-OPTIC VENTURES INC.

(Name of small business issuer in its charter)

British Columbia, Canada

(State or Incorporation or Organization)

N/A

(IRS Employer ID No.)

1030 West Georgia Street, Suite #615, Vancouver, British Columbia V6E 2Y3

(Address of principal executive offices)

Issuer's Telephone Number, 604-689-2646

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Shares without par value.

(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes xxx No \_\_\_\_\_

The issuer's revenues for its most recent fiscal year: \$nil

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days (OTCBB). May 10, 2006 = CDN\$4,132.075

Common Shares outstanding at May 10, 2006: 9,113,235 shares

**Bi-Optic Ventures Inc.**  
**Form 10-KSB Annual Report**  
**Fiscal Year Ended February 28, 2006**

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## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

#### **Introduction**

Bi-Optic Ventures Inc. (hereinafter is also referred to as the "Company" and/or the "Registrant") currently has no material business activity

The Company's principal office is located at:

#615 - 1030 West Georgia Street, Vancouver, British Columbia, Canada V6E 2Y3

Telephone: 604-689-2646

Facsimile: 604-689-1289

The contact person is Harry Chew, President and Director.

The Company's authorized capital includes an unlimited number of common shares without par value. As of 2/28/2006, there were 9,093,235 common shares outstanding. As of 5/10/2006, there were 9,113,235 common shares outstanding.

The Company's common shares are listed on the NEX Board of the TSX Venture Exchange in Canada with the symbol "BOV.H". The Company's common shares are listed on the NASD Electronic Bulletin Board in the United States with the symbol "BOVKF.OB".

The Company's fiscal year ends on the last day of February.

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP).

Herein, all amounts are stated in Canadian Dollars, unless otherwise indicated.

#### **Historical Corporate Development**

The Company was incorporated in British Columbia on 5/31/1984 under the name Golden Rock Resources Ltd. The name was changed to Bismimillah Ventures Inc. on 3/22/1993, to Royal Rock Ventures Inc. on 11/10/1997, and to Bi-Optic Ventures Inc. on 4/6/2001.

From incorporation through Fiscal 1997, the Company was involved in the exploration of mineral properties.

From July 1999 to February 2001, the Company was active in attempting to acquire Biopath Research Inc. ("Biopath"). Biopath is engaged in the business of research regarding and the design and development of innovative medical diagnostic products for use in homes, hospitals and in physicians' offices as well as other point of care locations. Pursuant to the 7/28/1999 purchase agreement, the Company agreed to: issue 2,625,000 performance common shares; issue 500,000 warrants at \$1.12 per share in four equal installments; and to advance \$300,000 to Biopath for demand promissory notes. The Company advanced \$248,600 and \$49,797 during Fiscal 2000/Fiscal 2001; the monies advanced by the Company to Biopath, being \$298,397 to date, are secured by a first fixed and floating charge upon all the assets of Biopath and an assignment of invention.

Effective February 2001, the Company ceased pursuing the acquisition of Biopath. The Company wrote off \$49,418 of deferred acquisition costs and \$298,397 in secured advances to Biopath during Fiscal 2001.

On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement. On 7/14/2005, the Company announced that negotiations regarding an acquisition during the prior four months were not successfully concluded; and the common stock resumed trading. The Company is evaluating and performing due diligence on various projects for a possible acquisition or on a joint-venture basis; but none are yet probable.

### **Business**

During 2002-2004, the Company had been in negotiations to acquire a 50-percent undivided interest in two diamond properties located in the Otish Mountain, Quebec area; the Company has abandoned this attempt. On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading. The Company is examining various business ventures and properties; such investigations, due diligence and negotiations are preliminary as of 5/10/2006.

### **Employees**

As of 5/10/2006, the Company had two employees, its two executive officers.

### **ITEM 2. DESCRIPTION OF PROPERTY**

The Company's executive offices are located in rented premises of approximately 950 sq. ft. at 1030 West Georgia Street, Suite #615, Vancouver, British Columbia, Canada V6E 2Y3. Monthly rent is \$2,500. The Company began occupying this facility in November 2002 and considers the facility adequate for current needs.

The Company maintains no other offices or property.

### **ITEM 3. LEGAL PROCEEDINGS**

The Company knows of no material, active or pending legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation. The Company knows of no active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

--- No Disclosure Necessary ---

## PART II

### ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

#### Market Information

The Company's initial public offering of its common shares was effective on the Vancouver Stock Exchange under the auspices of the British Columbia Securities Commission on 12/23/1986 under a former name, "Golden Rock Resources Ltd.". The Vancouver Stock Exchange was absorbed by the Canadian Venture Exchange, which was absorbed by the TSX Venture Exchange. The current stock symbol on the TSX Venture Exchange NEX Board is "BOV.H".

Table No. 1 lists the volume of trading and high, low and closing sales prices on the TSX Venture Exchange and NEX Board for actual trades of common shares of the Company for the last eight fiscal quarters. The trading of the Company's common shares on the TSX Venture Exchange is regulated by the policies of the exchange that include various numerical maintenance thresholds regarding assets, funds expended on operations, and minimum working capital. The Company's common shares were suspended on 10/2/2002 from trading effective 10/3/2002 for the failure to maintain Tier Maintenance Requirements in accordance with Policy 2.5 and being designated an Inactive Issuer for a period greater than 18-months. Effective the re-opening of trading on 8/13/2003, the Company's listing was transferred from the TSX Venture Exchange to the NEX Board of the TSX Venture Exchange, a new trading forum for listed companies that have fallen below ongoing listing standards.

The closing price was \$1.20 on 3/31/2005, when the Company voluntarily halted trading pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading.

Table No. 1  
TSX Venture Exchange - NEX Board  
Common Shares Trading Activity

Fiscal Quarter Ended	Volume	High	Low	Closing
2/28/2006	1,074,560	\$0.35	\$0.205	\$0.30
11/30/2005	767,566	0.37	0.20	0.30
8/31/2005	232,150	0.64	0.215	0.215
5/31/2005	1,160,000	1.29	0.84	1.20
2/28/2005	1,051,222	\$1.10	\$0.75	\$0.94
11/30/2004	1,408,095	0.87	0.17	0.82
8/31/2004	198,750	0.40	0.16	0.16
5/31/2004	1,224,400	0.56	0.22	0.34

The Company's common shares were listed on the NASD Electronic OTC Bulletin Board under the symbol "BOVKF.OB" in April 2003.

Table No. 2 lists the volume of trading and high, low and closing sales prices on the NASD Electronic OTC Bulletin Board for the Company's common shares for: the last seven fiscal quarters. Trading started on 6/19/2003. On 5/10/2006, the closing price was US\$0.50.

Table No. 2  
NASD Electronic Bulletin Board  
Common Shares Trading Activity

Fiscal Quarter Ended	Volume	High	Low	Prices US Dollars Closing
2/28/2006	7,550	\$0.70	\$0.16	\$0.26
11/30/2005	7,200	0.32	0.16	0.32
8/31/2005	163,500	0.74	0.24	0.26
5/31/2005	127,684	1.13	0.60	0.75
2/28/2005	7,850	\$0.99	\$0.75	\$0.75
11/30/2004	138,700	0.51	0.11	0.49
8/31/2004	25,000	0.25	0.11	0.11
5/31/2004	123,800	0.36	0.23	0.25

#### Share Purchase Warrants

In March 2004, the Company issued 1,500,000 units at \$0.16 per unit, each unit consisting of one common share and one warrant. Each warrant entitled the holder to purchase one additional common share of the Company at a price of \$0.215 per share, until 3/9/2005. 350,000 warrants were exercised during Fiscal 2005, with the remaining 1,150,000 warrants being exercised during Fiscal 2006.

On 9/20/2005, the Company closed a non-brokered private placement of 929,000 units at a price of \$0.25 per unit, for gross proceeds of \$232,250. Each unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder thereof to purchase an additional common share in the capital of the Company at an exercise price of \$0.30 for a period of one year. A 7% finders' fee (\$11,550) was paid on a portion of this private placement. 20,000 warrants were exercised during March 2006.

#### Stock Options

The Company does not have a stock option plan in place currently; NEX companies are not allowed to grant stock options.

No stock options were granted or exercised during Fiscal 2006 or Fiscal 2005. As of 5/10/2006, no stock options are outstanding.

### The TSX Venture Exchange

The TSX Venture Exchange is a result of the acquisition by the Toronto Stock Exchange of the Canadian Venture Exchange ("CDNX") from its member firms on 8/1/2001. The CDNX resulted from the merger between the Vancouver Stock Exchange and the Alberta Stock Exchange that took place on 11/29/1999, to form the CDNX. The TSX Venture Exchange currently operates as a complementary but independent exchange from its parent, the Toronto Stock Exchange.

The initial roster of the CDNX was made up of venture companies previously listed on the Vancouver Stock Exchange or the Alberta Stock Exchange and later incorporated junior listings from the Montreal Stock Exchange, the Winnipeg Stock Exchange, and the CDN Over-The-Counter Market. The TSX Venture Exchange is a venture market as compared to the TSX Stock Exchange that is Canada's senior market and the Montreal Exchange that is Canada's market for derivatives products.

The TSX Venture Exchange currently has five service centers: Calgary, Toronto, Vancouver, Winnipeg and Montreal. These service centers provide corporate finance, surveillance and marketing expertise. The corporate office for the TSX Venture Exchange is located in Calgary and the operations office is located in Vancouver.

The TSX Venture Exchange is a self-regulating organization owned and operated by the Toronto Stock Exchange, which in turn is owned by its member brokerage firms. Representatives of member firms and the public govern it.

Organizationally, the TSX Venture Exchange is comprised of seven business areas: Corporate Finance Services, Trading and Market Information Services, Compliance, Marketing, Technology, Corporate Affairs and Human Resources.

The TSX Venture Exchange acts as a business link between TSX members, listed companies and investors. TSX Venture Exchange policies and procedures are designed to accommodate companies still in their formative stages and recognize those that are more established. Listings are predominately small and medium sized companies.

Investors in Canada are protected by the Canadian Investor Protection Fund ("CIPF"). The CIPF is a private trust fund established to protect customers in the event of the insolvency of a member of any of the following self-regulatory organizations: the TSX Venture Exchange; the Montreal Exchange; the Toronto Stock Exchange; the Toronto Futures Exchange; and the Investment Dealers Association of Canada. Post-trade monitoring of market activity occurs in the market surveillance department. Sophisticated software analyses trade data from TRADETSX to detect possible market improprieties. A variety of surveillance and investigative tools allow the TSX Venture Exchange to perform electronic market monitoring and trade reviews. The surveillance department is also responsible for monitoring and reviewing listed company activities and detecting breaches of the listing policies or the listing agreement. Market surveillance and listed company surveillance activities are closely coordinated.

Enforcement action taken by surveillance department may include the following:

- 1) forcing companies to correct misleading or inaccurate disclosure which includes new releases or internet postings;
- 2) requiring the resignation of unacceptable directors and officers;
- 3) requiring cancellation and return shares to treasury;
- 4) requiring undertakings from directors and officers that they will ensure compliance with the listing agreement and listings policies in the future;
- 5) requiring the termination of unacceptable investor relations services;
- 6) halting and suspending trading in the shares of companies;
- 7) de-listing companies that have contravened exchange by-laws/rules/policies.

The market surveillance department issues TSX notices to inform the public of halts, suspensions, de-lists and other enforcement actions. All TSX notices can be found on the TSX website or INFOTSX. In the public interest, trading halts or suspensions are maintained until the surveillance department is satisfied that there is adequate disclosure of the company's affairs and a level playing field for investors.

In addition to market surveillance, the TSX Venture Exchange's compliance department is comprised of an investigative services team that conducts investigations into alleged violations of securities trading. The TSX Venture Exchange Conduct Review Committee determines whether a case for discipline exists. Disciplinary cases either result in a settlement reached between TSX Venture Exchange and the respondent or they proceed to a disciplinary hearing. The public can attend disciplinary hearings, view the exhibits filed and obtain copies of the decisions issued by the panel. If the hearing panel's decision is not acceptable to either TSX Venture Exchange or the respondent, an appeal process may be initiated.

#### **Holders**

The Company's common shares are issued in registered form and the following information is taken from the records of Pacific Corporate Trust Company (located in Vancouver, British Columbia, Canada), the registrar and transfer agent for the common shares.

On 5/11/2006, the shareholders' list for the Company's common shares showed 55 registered shareholders and 9,113,235 common shares outstanding. 40 of these shareholders were Canadian residents, holding 8,711,881 shares representing about 96% of the issued and outstanding common shares. 13 of these shareholders were U.S. residents, holding 396,246 shares representing about 4% of the issued and outstanding common shares. two other shareholders were residents of other countries, holding 5,100 shares representing less than 1% of the issued and outstanding common shares.

The Company has researched the indirect holding by depository institutions and the indirect holdings of other financial institutions and estimates that there are 300 "holders of record" and beneficial owners of its common stock.

#### **Dividends**

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and expansion of its business. There are no restrictions that limit the ability of the Company to pay dividends on common equity or that are likely to do so in the future.

#### **Securities Authorized For Issuance Under Equity Compensation Plans.**

-- No Disclosure Necessary ---

#### **Use of Proceeds From Registered Securities is for working capital**

#### **Recent Sales of Unregistered Securities;**

The Company relied on the exemptions from registration under Regulation S for the following private placements of securities to only Canadian residents:

Fiscal 2002:	993,854 Shares for \$119,262 in debt
	1,200,000 Units at \$0.10 per unit
Fiscal 2003:	400,000 Shares at \$0.10 upon warrant exercises
Fiscal 2004:	800,000 Shares at \$0.10 upon warrant exercises
Fiscal 2005:	1,500,000 Units at \$0.16 per unit, private placement
	(finder's fee of \$2,912 was paid)
	350,000 Warrants exercised at \$0.215
Fiscal 2006:	1,150,000 warrants exercised at \$0.215
	929,000 Units at \$0.25 per unit
Fiscal 2007-to-date:	20,000 warrants exercised at \$0.30



**ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION****Selected Financial Data**

Selected financial data as shown in Table No. 4 for the Company for Fiscal 2006/2005 Ended February 28th was derived from the financial statements of the Company that have been audited by Manning Elliott LLP, Chartered Accountants, as indicated in their report included elsewhere in this Annual Report. The selected financial data set forth for the Fiscal 2004/2003/2002 are derived from the Company's audited financial statements, not included herein.

The selected financial data should be read in conjunction with the financial statements and other financial data included elsewhere in this Annual Report.

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the near future.

Table No. 4  
Selected Financial Data  
(\$ in 000's, except per share data)

	Year Ended 2/28/2006	Year Ended 2/28/2005	Year Ended 2/29/2004	Year Ended 2/28/2003	Year Ended 2/28/2002
Revenue	\$0	\$0	\$0	\$0	\$0
Operating Expenses	(\$249)	(\$293)	(\$121)	(\$132)	(\$452)
Net Loss	(\$200)	(\$293)	(\$121)	(\$132)	(\$452)
Loss per Share	(\$0.02)	(\$0.04)	(\$0.02)	(\$0.03)	(\$0.18)
Dividends per Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Wtg. Avg. Shares (000's)	8,556	6,726	4,864	4,166	2,536
Period-end Shares O/S	9,093	7,014	5,164	4,364	3,964
Working Capital (Deficit)	\$81	(\$186)	(\$149)	(\$157)	(\$65)
Long-Term Debt/Loans Payable	0	0	0	0	0
Common Stock	3,492	3,025	2,719	2,639	2,599
Stockholders' Equity (Deficit)	86	(182)	(146)	(153)	(61)
Total Assets	89	8	28	8	18

## **Plan Of Operations**

### **Source of Funds for Fiscal 2007**

The Company's primary source of funds since incorporation has been through the issuance of common stock and loans. The Company has had no revenue from operations to date and does not anticipate revenues in the foreseeable future.

The Company had working capital of \$81,278 at 2/28/2006. During March 2006, the Company raised \$6,000 from the exercise of 20,000 warrants. The Company has had discussions with third parties about an additional equity offering and/or loans; but the talks as of 5/10/2006 were preliminary.

### **Use of Funds for Fiscal 2007**

During Fiscal 2007, the Company estimates that it might expend \$200,000 on general/administrative expenses; although, this figure is subject to uncertainties including any possible acquisitions. It is impossible to precisely estimate the probable expenditures associated with any possible acquisitions that might be consummated during Fiscal 2007.

### **Anticipated Changes to Facilities/Employees**

The Company has no plans to acquire any new facilities. The Company has no plans to add any additional personnel; however, if a business acquisition is consummated, additional personnel might be required.

## **Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Private Placement Financings**

Fiscal 2002:	993,854 shares issued for \$119,262 in debt
	1,200,000 Units Sold at \$0.10 per unit
Fiscal 2003:	400,000 Warrants Exercised at \$0.10
Fiscal 2004:	800,000 Shares at \$0.10 upon warrant exercises
Fiscal 2005:	1,500,000 Units at \$0.16 per unit, private placement
	350,000 Warrants Exercised at \$0.215
Fiscal 2006:	1,150,000 Warrants Exercised at \$0.215
	929,000 Units at \$0.25 per unit
Fiscal 2007-to-date:	20,000 Warrants Exercised at \$0.30

### **Overview**

During 2002-2004, the Company had been in negotiations to acquire a 50-percent undivided interest in two diamond properties located in the Otish Mountain, Quebec area; the Company has abandoned this attempt. On 3/31/2005, the Company requested a trading halt on the TSX Venture Exchange pending an announcement regarding an acquisition; on 7/14/2005, the Company announced that negotiations during the prior four months were not successfully concluded; and the common stock resumed trading. The Company is examining various business ventures and properties; such investigations, due diligence and negotiations are preliminary as of 5/10/2006.

### **Liquidity and Capital Resources**

In March 2004, the Company issued 1,500,000 units at \$0.16 per unit, each unit consisting of one common share and one warrant. Each warrant entitled the holder to purchase one additional common share of the Company at a price of \$0.215 per share, until 3/9/2005. 350,000 warrants were exercised during Fiscal 2005, with the remaining 1,150,000 warrants being exercised during Fiscal 2006.

On 9/20/2005, the Company closed a non-brokered private placement of 929,000 units at a price of \$0.25 per unit, for gross proceeds of \$232,250. Each unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder thereof to purchase an additional common share in the capital of the Company at an exercise price of \$0.30 for a period of one year. A 7% finders' fee (\$11,550) was paid on a portion of this private placement.

#### **Fiscal 2006 Ended 2/28/2006**

Working Capital was \$81,278 at 2/28/2006.

Working Capital deficit was (\$186,030) at 2/28/2005.

Working Capital deficit was (\$148,876) at 2/29/2004.

Working Capital deficit was (\$156,632) at 2/28/2003.

Working Capital deficit was (\$ 65,150) at 2/28/2002.

Cash used in Fiscal 2006 Operating Activities totaled (\$391,188), including the (\$199,802) Net Loss; the only significant adjusting item was a (\$192,452) net change in operating assets and liabilities. Cash used in Investing Activities was \$1,906. Cash provided by Financing Activities was \$467,950 for shares issued, net of issuance costs.

#### **Fiscal 2005 Ended 2/28/2005**

Working Capital deficit was (\$186,030) at 2/28/2005.

Cash used in Fiscal 2005 Operating Activities totaled (\$277,979), including the (\$293,380) Net Loss; the only significant adjusting item was a \$14,623 change in operating assets and liabilities. Cash used in Investing Activities was \$1,490. Cash provided by Financing Activities was \$256,938 for shares issued, net of issuance costs.

## **Results of Operations**

### **Fiscal 2006 Ended 2/28/2006**

The Company is evaluating and performing due diligence on various projects for a possible acquisition or on a joint-venture basis; but none are yet probable.

Operating Expenses for Fiscal 2006 ended 2/28/2006 were \$249,143 compared to \$293,380 for last year. "Consulting/management fees" were higher (\$91,610 vs. \$53,425): (\$30,000 vs. \$30,000) paid/accrued to Myntek Management Services Inc.; and (\$61,610 vs. \$23,245) paid to third parties, the increase relating to payments made to consultants for project investigation costs. Professional fees" were lower (\$48,805 vs. \$60,521): (\$24,000 vs. \$26,000) paid/accrued to Wynson Management Services Ltd.; and (\$24,805 vs. \$34,521) paid to third parties, the decrease was due to a reduction in legal fees. Travel/Promotion decreased significantly (\$48,168 vs. \$90,427) as a result of lower search/negotiations related to potential acquisitions.

Net Loss for Fiscal 2006 was (\$199,802). Loss Per Share was (\$0.02).

### **Fiscal 2005 Ended 2/28/2005**

The Company evaluated and performed due diligence on various projects for a possible acquisition or on a joint-venture basis.

Operating Expenses for Fiscal 2005 ended 2/28/2005 were \$293,380 compared to \$121,340 for last year. "Consulting/management fees" were higher (\$53,425 vs. \$38,657): (\$30,000 vs. \$30,000) paid/accrued to Myntek Management Services Inc.; and (\$23,245 vs. \$8,657) paid to third parties. "Professional fees" were higher (\$60,521 vs. \$32,826): (\$26,000 vs. \$13,500) paid/accrued to Wynson Management Services Ltd.; and (\$34,521 vs. \$19,326) paid to third parties, the increase was due to legal fees incurred during this year where minimal was incurred the previous year. Travel/Promotion increased many-fold (\$90,427 vs. \$5,229) as a result of the search/negotiations related to potential acquisitions.

Net Loss for Fiscal 2005 was (\$293,380). Loss Per Share was (\$0.04).

## **ITEM 7. FINANCIAL STATEMENTS**

Bi-Optic Ventures Inc.  
(A Development Stage Company)

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MANNING ELLIOTT  
CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7

Phone: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

### **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of  
Bi-Optic Ventures Inc.  
(A Development Stage Company)

We have audited the accompanying balance sheets of Bi-Optic Ventures Inc. as of February 28, 2006 and 2005, and the related statements of operations, cash flows and stockholders' equity (deficit) for the years ended February 28, 2006 and 2005 and accumulated for the period from May 31, 1984 (Date of Inception) to February 28, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bi-Optic Ventures Inc. as of February 28, 2006 and 2005, and the results of its operations and its cash flows for the years ended February 28, 2006 and 2005 and accumulated for the period from May 31, 1984 (Date of Inception) to February 28 2006, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has no business operations and has incurred operating losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ "Manning Elliott LLP"

CHARTERED ACCOUNTANTS

Vancouver, Canada

May 3, 2006

Bi-Optic Ventures Inc.  
(A Development Stage Company)  
Balance Sheets  
(expressed in Canadian dollars)

	February 28, 2006 \$	February 28, 2005 \$
<b>Assets</b>		
<b>Current Assets</b>		
Cash	75,956	1,100
Amounts receivable	1,774	3,255
Prepaid expenses	7,417	-
<b>Total Current Assets</b>	<b>85,147</b>	<b>4,355</b>
Property and Equipment (Note 3)	4,328	3,488
<b>Total Assets</b>	<b>89,475</b>	<b>7,843</b>
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
<b>Current Liabilities</b>		
Accounts payable	869	128,466
Accrued liabilities	3,000	11,840
Due to related parties (Note 4)	-	50,079
<b>Total Liabilities</b>	<b>3,869</b>	<b>190,385</b>
Contingencies (Note 1)		
Subsequent Event (Note 8)		
<b>Stockholders' Equity (Deficit)</b>		
Common Stock: Unlimited common shares authorized without par value; 9,093,235 and 7,014,235 shares issued and outstanding, respectively	3,492,480	3,024,530
Deficit Accumulated During the Development Stage	(3,406,874)	(3,207,072)
<b>Total Stockholders' Equity (Deficit)</b>	<b>85,606</b>	<b>(182,542)</b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>89,475</b>	<b>7,843</b>

(The accompanying notes are an integral part of the financial statements)

Bi-Optic Ventures Inc.  
(A Development Stage Company)  
Statements of Operations  
(expressed in Canadian dollars)

	Accumulated from May 31, 1984 (Date of Inception) to February 28, 2006 \$	For the Years Ended February 28, 2006 \$	February 28, 2005 \$
Revenue	—	—	—
Expenses			
Acquisition costs written off	347,815	—	—
Amortization	6,966	1,066	778
Bad debts	20,658	—	—
Consulting and management fees (Note 4(a))	441,641	91,610	53,425
Investor and public relations	78,439	6,891	34,155
Office, rent and telephone (Note 4(b))	261,378	39,773	41,302
Professional fees (Note 4(c))	305,473	48,805	60,521
Transfer agent and regulatory fees	75,474	12,830	12,772
Travel and promotion	197,821	48,168	90,427
Total Expenses	1,735,665	249,143	293,380
Loss from Operations	(1,735,665)	(249,143)	(293,380)
Other Income			
Accounts payable written off	49,341	49,341	—
Interest and other income	13,729	—	—
Total Other Income	63,070	49,341	—
Net Loss Before Discontinued Operations	(1,672,595)	(199,802)	(293,380)
Loss from Discontinued Operations	(1,734,279)	—	—
Net Loss for the Period	(3,406,874)	(199,802)	(293,380)
Net Loss Per Share – Basic and Diluted		(0.02)	(0.04)
Weighted Average Shares Outstanding		8,556,000	6,726,000

(The accompanying notes are an integral part of the financial statements)

Bi-Optic Ventures Inc.  
(A Development Stage Company)  
Statements of Cash Flows  
(expressed in Canadian dollars)

	Accumulated from May 31, 1984 (Date of Inception) to February 28, 2006 \$	For the Years Ended February 28, 2006 \$	February 28, 2005 \$
Operating Activities			
Net loss for the period	(3,406,874)	(199,802)	(293,380)
Adjustments to reconcile net loss to net cash used in operating activities			
Acquisition costs written off	347,815	—	—
Amortization	8,568	1,066	778
Assets written off	388,226	—	—
Bad debts	20,658	—	—
Changes in operating assets and liabilities			
Amounts receivable	(22,432)	1,481	(1,182)
Prepaid expenses	(7,417)	(7,417)	—
Accounts payable and accrued liabilities	251,660	(136,437)	73,621
Due to related parties	—	(50,079)	(57,816)
Net Cash Used in Operating Activities	(2,419,796)	(391,188)	(277,979)
Investing Activities			
Net cash used in discontinued operations	(362,241)	—	—
Acquisition of property and equipment	(12,896)	(1,906)	(1,490)
Net Cash Used in Investing Activities	(375,137)	(1,906)	(1,490)
Financing Activities			
Issuance of common shares	2,892,351	479,500	266,850
Share issuance costs	(21,462)	(11,550)	(9,912)
Net Cash Provided by Financing Activities	2,870,889	467,950	256,938
Change in Cash	75,956	74,856	(22,531)
Cash - Beginning of Period	—	1,100	23,631
Cash - End of Period	75,596	75,596	1,100
Non-cash Investing and Financing Activities			
Shares issued to settle debt	247,791	—	—
Shares issued for finders' fees	50,400	—	—
Shares issued to acquire mineral properties	275,000	—	—
Supplemental Disclosures			
Interest paid	—	—	—
Income tax paid	—	—	—

(The accompanying notes are an integral part of the financial statements)



Bi-Optic Ventures Inc.  
(A Development Stage Company)  
Statement of Stockholders' Equity (Deficit)  
From February 28, 2001 to February 28, 2006  
(expressed in Canadian dollars)

	Common Shares #	Stock Amount \$	Common Stock Subscribed \$	Deficit Accumulate d During the Developme nt Stage \$	Total \$
Balance – February 28, 2001	1,770,382	2,359,929	–	(2,207,977)	151,952
Shares issued pursuant to debt settlement	993,854	119,263	–	–	119,263
Shares issued pursuant to a private placement at \$0.10 per share	1,200,000	120,000	–	–	120,000
Net loss for the year	–	–	–	(452,013)	(452,013)
Balance – February 28, 2002	3,964,235	2,599,192	–	(2,659,990)	(60,798)
Shares issued pursuant to the exercise of warrants at \$0.10 per share	400,000	40,000	–	–	40,000
Net loss for the year	–	–	–	(132,362)	(132,362)
Balance – February 28, 2003	4,364,235	2,639,192	–	(2,792,352)	(153,160)
Shares issued pursuant to the exercise of warrants at \$0.10 per share	800,000	80,000	–	–	80,000
Share subscriptions received	–	–	48,400	–	48,400
Net loss for the year	–	–	–	(121,340)	(121,340)
Balance – February 29, 2004	5,164,235	2,719,192	48,400	(2,913,692)	(146,100)
Shares issued pursuant to a private placement at \$0.16 per share	1,500,000	240,000	(48,400)	–	191,600
Shares issued pursuant to the exercise of warrants at \$0.215 per share	350,000	75,250	–	–	75,250
Share issuance costs	–	(9,912)	–	–	(9,912)
Net loss for the year	–	–	–	(293,380)	(293,380)
Balance – February 28, 2005	7,014,235	3,024,530	–	(3,207,072)	(182,542)
Shares issued pursuant to a private placement at \$0.25 per share	929,000	232,250	–	–	232,250
Shares issued pursuant to the exercise of warrants at \$0.215 per share	1,150,000	247,250	–	–	247,250
Share issuance costs	–	(11,550)	–	–	(11,550)
Net loss for the year	–	–	–	(199,802)	(199,802)
Balance – February 28, 2006	9,093,235	3,492,480	–	(3,406,874)	85,606

(The accompanying notes are an integral part of the financial statements)

1. Development Stage Company

Bi-Optic Ventures Inc. herein (the "Company") was incorporated in the Province of British Columbia, Canada on May 31, 1984. The Company filed a 10-SB Registration Statement with the U.S. Securities Exchange Commission in 2003. The Company is currently evaluating various business opportunities.

The Company is in the earliest development stage. In a development stage company, management devotes most of its activities in evaluating various business opportunities. The ability of the Company to emerge from the development stage is dependent upon its successful efforts in evaluating and acquiring or developing a business opportunity, raising additional equity financing and/or generating significant revenue. There is no guarantee that the Company will be able to raise enough equity to develop and implement a business plan. The Company has working capital of \$81,278 as at February 28, 2006 and has incurred operating losses since inception totalling \$3,406,874. There is substantial doubt regarding the Company's ability to continue as a going concern.

On September 16, 2005, the Company closed a private placement totalling 929,000 units at \$0.25 per unit for gross proceeds of \$232,250. Each unit consisted of one share and one warrant to purchase an additional share at \$0.30 per share expiring on September 16, 2006. The Company paid a finder's fee of \$11,550 in connection with this private placement.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in Canadian dollars. The Company has not produced any revenue and is a development stage company as defined by Statement of Financial Accounting Standard ("SFAS") No. 7. There are no financial statements using Canadian generally accepted accounting principles, however, there would be no material reconciling items other than presentation items.

(b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Actual results could differ from those estimates.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

(d) Property and Equipment

Property and equipment is recorded at cost. Amortization is computed on a declining balance basis at the following rates:

Computer equipment	30%
Furniture and equipment	20%

2. Summary of Significant Accounting Policies (continued)

(e) Long-Lived Assets

In accordance with Financial Accounting Standards Board ("FASB") SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the carrying value of intangible assets and other long-lived assets is reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment. The Company recognizes an impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Impairment losses, if any, are measured as the excess of the carrying amount of the asset over its estimated fair value.

(f) Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted SFAS No. 109, *Accounting for Income Taxes*, as of its inception. Pursuant to SFAS No. 109 the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

(g) Financial Instruments

The fair values of cash, amounts receivable, accounts payable, accrued liabilities and due to related parties approximate their carrying values due to the relatively short maturity of these instruments.

(h) Comprehensive Loss

SFAS No. 130, *Reporting Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at February 28, 2006 and 2005, the Company has no items that represent comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

(i) Basic and Diluted Net Income (Loss) per Share

The Company computes net income (loss) per share in accordance with SFAS No. 128, *Earnings per Share*. SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti dilutive.

(j) Stock-based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123, *Accounting for Stock-Based Compensation*. All transactions in which goods or services are provided to the Company in exchange for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued. The Company does not currently have a stock option plan.

2. Summary of Significant Accounting Policies (continued)

(k) Recent Accounting Pronouncements

In December 2004, the FASB issued SFAS No. 123 (Revised 2004) ("SFAS No. 123R"), "Share-Based Payment." SFAS No. 123R requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. SFAS No. 123R represents the culmination of a two-year effort to respond to requests from investors and many others that the FASB improve the accounting for share-based payment arrangements with employees. The scope of SFAS No. 123R includes a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. SFAS No. 123R replaces SFAS No. 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". SFAS No. 123, as originally issued in 1995, established as preferable a fair-value-based method of accounting for share-based payment transactions with employees. However, that statement permitted entities the option of continuing to apply the guidance in APB Opinion No. 25, as long as the footnotes to the financial statements disclosed what net income would have been had the preferable fair-value-based method been used. Although those disclosures helped to mitigate the problems associated with accounting under APB Opinion No. 25, many investors and other users of financial statements believed that the failure to include employee compensation costs in the income statement impaired the transparency, comparability, and credibility of financial statements. Public entities that file as small business issuers will be required to apply Statement 123R in the first interim or annual reporting period that begins after December 15, 2005. The adoption of this standard is not expected to have a material impact on the Company's results of operations or financial position.

In 2006, the FASB has issued SFAS No. 155 "*Accounting for Certain Hybrid Financial Instruments – an amendment of FASB Statements No. 133 and 140*" and No. 156 "*Accounting for Servicing of Financial Assets – an amendment of FASB Statement No. 140*", but they will not have a material effect in the Company's results of operations or financial position. Therefore, a description and its impact for each on the Company's operations and financial position have not been disclosed.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections – A Replacement of APB Opinion No. 20 and SFAS No. 3". SFAS 154 changes the requirements for the accounting for and reporting of a change in accounting principle and applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS 154 requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The provisions of SFAS No. 154 are effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005. The adoption of this standard is not expected to have a material effect on the Company's results of operations or financial position.

## 2. Summary of Significant Accounting Policies (continued)

### (k) Recent Accounting Pronouncements (continued)

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets - An Amendment of APB Opinion No. 29". SFAS No. 153 is the result of a broader effort by the FASB to improve financial reporting by eliminating differences between GAAP in the United States and GAAP developed by the International Accounting Standards Board (IASB). As part of this effort, the FASB and the IASB identified opportunities to improve financial reporting by eliminating certain narrow differences between their existing accounting standards. SFAS No. 153 amends APB Opinion No. 29, "Accounting for Nonmonetary Transactions", that was issued in 1973. The amendments made by SFAS No. 153 are based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. Further, the amendments eliminate the narrow exception for nonmonetary exchanges of similar productive assets and replace it with a broader exception for exchanges of nonmonetary assets that do not have "commercial substance." Previously, APB Opinion No. 29 required that the accounting for an exchange of a productive asset for a similar productive asset or an equivalent interest in the same or similar productive asset should be based on the recorded amount of the asset relinquished. The provisions in SFAS No. 153 are effective for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Early application is permitted and companies must apply the standard prospectively. The effect of adoption of this standard is not expected to have a material impact on the Company's results of operations and financial position.

In March 2005, the SEC staff issued Staff Accounting Bulletin No. 107 ("SAB 107") to give guidance on the implementation of SFAS No. 123R. The Company will consider SAB 107 during the implementation of SFAS No. 123R.

## 3. Property and Equipment

	Cost \$	Accumulated Amortization \$	February 28, 2006 Net Carrying Value \$	February 28, 2005 Net Carrying Value \$
Computer equipment	5,964	3,161	2,803	1,616
Furniture and equipment	6,932	5,407	1,525	1,872
	<u>12,896</u>	<u>8,568</u>	<u>4,328</u>	<u>3,488</u>

## 4. Related Party Transactions

- The Company incurred \$30,000 (2005 - \$30,000) in management fees to a company controlled by the President of the Company.
- The Company incurred \$30,000 (2005 - \$30,000) in rent to a company controlled by the President of the Company.
- The Company incurred \$24,000 (2005 - \$26,000) in professional fees to a company controlled by a director.
- The amount of \$Nil (2005 - \$27,725) owed to companies controlled by the President of the Company is without interest, unsecured and due on demand. The prior year amount was repaid during the year ended February 28, 2006.
- The amount of \$Nil (2005 - \$22,354) owed to the President of the Company is without interest, unsecured and due on demand. The prior year amount was repaid during the year ended February 28, 2006.

5. Common Stock

- (a) On September 16, 2005, the Company closed a private placement totalling 929,000 units at \$0.25 per unit for gross proceeds of \$232,250. Each unit consisted of one share and one warrant to purchase an additional share at \$0.30 per share expiring on September 16, 2006. The Company paid a finder's fee of \$11,550 in connection with this private placement.
- (b) During the year ended February 28, 2006, the Company issued 1,150,000 common shares pursuant to the exercise of share purchase warrants. Refer to Note 6.
- (c) On August 11, 2004, the Company increased its authorized share capital from 100,000,000 to unlimited
- (d) On March 8, 2004, the Company closed a private placement totalling 1,500,000 units at \$0.16 per unit for gross proceeds of \$240,000. Each unit consisted of one share and one warrant to purchase an additional share at \$0.215 per share expiring on March 9, 2005. The Company paid a finder's fee of \$9,912 in connection with this private placement.

6. Share Purchase Warrants

The following table summarizes the continuity of the Company's warrants:

	Number of shares	Weighted average exercise price \$
Balance, February 29, 2004	—	—
Issued	1,500,000	0.215
Exercised	(350,000)	0.215
Balance, February 28, 2005	1,150,000	0.215
Issued	929,000	0.30
Exercised	(1,150,000)	0.215
Balance, February 28, 2006	929,000	0.30

As at February 28, 2006, there are 929,000 share purchase warrants exercisable at \$0.30 per share outstanding which expire on September 16, 2006.

7. Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted SFAS No. 109 as of its inception. The Company has incurred Canadian non-capital losses of \$1,283,000 which expire starting in 2007. Pursuant to SFAS No. 109 the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

7. Income Taxes (continued)

The components of the net deferred tax asset at February 28, 2006 and 2005, and the statutory tax rate, the effective tax rate and the elected amount of the valuation allowance are scheduled below:

	2006 \$	2005 \$
Amortization of Property and Equipment	9,000	7,000
Net Operating Losses Carried Forward	1,283,000	1,213,000
	1,292,000	1,220,000
Statutory Tax Rate	35.62%	35.62%
Effective Tax Rate	—	—
Deferred Tax Asset	460,000	435,000
Valuation Allowance	(460,000)	(435,000)
Net Deferred Tax Asset	—	—

For the years ended February 28, 2006 and 2005, the valuation allowance established against the deferred tax assets increased by \$25,000 and \$46,000, respectively.

As at February 28, 2006, the Company has non-capital losses carried forward of approximately \$1,283,000 which are available to offset future years' taxable income. These losses expire as follows:

2007	\$ 270,000
2008	136,000
2009	143,000
2010	129,000
2011	119,000
2015	287,000
2016	199,000
	<u>\$ 1,283,000</u>

8. Subsequent Event

On March 29, 2006, the Company issued 20,000 shares for proceeds of \$6,000 pursuant to share purchase warrants exercised.

**ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS**  
**ON ACCOUNTING AND FINANCIAL DISCLOSURE**

--- No Disclosure Necessary ---

**ITEM 8A. CONTROLS AND PROCEDURES**

The Board of Directors has overall responsibility for reviewing the Company's disclosure to ensure the Company provides full and plain disclosure to shareholders and other stakeholders. The Board discharges its responsibilities through its committees, specifically, with respect to financial disclosure to the Audit Committee, which is responsible for reviewing the Company's financial reporting procedures and internal controls to ensure full and accurate disclosure of the Company's financial position.

At the end of Fiscal 2006 Ended 2/28/2006 (the "Evaluation Date"), under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15e under the Exchange Act). Based upon that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective in timely alerting them to the material information relating to the Company (or its consolidated subsidiaries) required to be included in the Company's periodic SEC filings. The Company's management's, including its Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures are designed and are effective to give reasonable assurance that the information required to be disclosed by the Company in reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

The Company's management, including the Chief Executive Officer and Chief Financial Officer, identified no change in the Company's internal control over financial reporting that occurred during the Company's Fiscal Year Ended February 28, 2006 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- a. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;
- b. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and
- c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant's assets that could have a material effect on the financial statements.



The Company's management, including the Chief Executive Officer and Chief Financial Officer, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Corporate Secretary, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" [as defined in the Exchange Act Rule 13a-15(e)] as of the end of the period covered by this report. Based upon that evaluation, the President and Corporate Secretary concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in the Company's periodic SEC filings, and that information is recorded, processed, summarized and reported as and when required.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

There was no significant change in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal year ended 2/28/2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Nor were there any significant deficiencies or material weaknesses in the Company's internal controls requiring corrective actions.

**ITEM 8B. OTHER INFORMATION:** No Disclosure Necessary

### PART III

#### ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

Table No. 5 lists as of 5/10/2006 the names of the Directors of the Company. The Directors have served in their respective capacities since their election and/or appointment and will serve until the next Annual Shareholders' Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles/By-Laws of the Company.

Table No. 5  
Directors

Name	Age	Date First Elected or Appointed
Harry Chew	45	February 1999
Sonny Chew	37	July 2000
David J.L. Williams	52	July 2000

(1) All directors are members of the Audit Committee.

Table No. 6 lists as of 5/10/2006 the names of the Executive Officers of the Company. The Executive Officers serve at the pleasure of the Board of Directors.

Table No. 6  
Executive Officers

Name	Position	Age	Date of Board Approval
Harry Chew (1)	President/Chief Executive Officer	45	February 1999
Terrance G. Owen (2)	Corporate Secretary	60	August 2002

(1) He spends about a third of his time on the affairs of the Company.

(2) He spends about 10% of his time on the affairs of the Company.

#### Board of Director Committees

The Company has an Audit Committee, which recommends to the Board of Directors the engagement of the independent auditors of the Company and reviews with the independent auditors the scope and results of the Company's audits, the Company's internal accounting controls, and the professional services furnished by the independent auditors to the Company. The current members of the Audit Committee are: Harry Chew, Sonny Chew, and David J.L. Williams. The Audit Committee met three times during Fiscal 2006.

## **Business Experience**

*Harry Chew*, President and a Director of the Company, is a graduate of Simon Fraser University in Burnaby, British Columbia and has been a Certified General Accountant since 1986. He also is: President of Myntek Management Services Inc., since 1986, a private company providing management services; and President of the Pacific Paragon Group of Companies, since 1993, private companies providing management consulting services. Mr. Chew currently is a director and/or officer of the following public Canadian companies: Paradym Ventures Inc.; Avantec Technologies Inc.; and Janina Resources Limited. He devotes about one-third of his time to the affairs of the Company. He lives in Vancouver, British Columbia, Canada.

*Sonny Chew*, Director of the Company, is a graduate of Simon Fraser University in Burnaby, British Columbia. He also is: President of Wynson Management Services Ltd., since 1992, a private management and bookkeeping consulting company; and Director of Finance and Administration of the Pacific Paragon Group of Companies, since 1993, a private company providing management consulting services. Mr. Chew is a director and/or officer of these public Canadian companies: Pacific Rodera Energy Inc., Janina Resources Limited, and Paradym Ventures Inc. He devotes about one-fourth of his time to the affairs of the Company. He lives in Vancouver, British Columbia, Canada.

*Terrance G. Owen*, Corporate Secretary of the Company, obtained a Bachelor of Science (with honors) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University in British Columbia in 1991. Mr. Owen is President and CEO of Alda Pharmaceuticals Corp., a British Columbia pharmaceutical corporation engaged in the development and commercialization of innovative infection control products based on its proprietary technology, Alda is listed on the TSX Venture Exchange. He lives in New Westminister, British Columbia, Canada.

*David J.L. Williams*, a Director of the Company, a former professional hockey player, has been employed since March 1983 by TWE Enterprises Ltd., a private company providing management consulting services. Mr. Williams is a director and/or officer of the following public Canadian companies: Pacific Rodera Energy Inc.; and Seymour Exploration Corp. He lives in West Vancouver, British Columbia, Canada.

#### Involvement in certain legal proceedings

There have been no events during the last five years that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, promoter or control person including:

- a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- c) being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently enjoining, barring, suspending or otherwise limiting his/her involvement in any type of business, securities or banking activities;
- d) being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

#### Family Relationships

Sonny Chew is the brother of Harry Chew. Other than this, there are no family relationships between any of the officers or directors of the Company.

#### Other Relationships/Arrangements

There are no arrangements or understandings between any two or more Directors or Executive Officers, pursuant to which he/she was selected as a Director or Executive Officer. There are no material arrangements or understandings between any two or more Directors or Executive Officers.

#### Compliance with Section 16(a) of the Exchange Act.

The Company is not subject to Section 16(a) of the Exchange Act.

#### Audit Committee Financial Expert

The Company does not have an "audit committee financial expert" serving on its audit committee. The Company's Audit Committee consists of two unrelated directors and the President of the Company, all of whom are both financially literate and very knowledgeable about the Company's affairs. Because the Company's structure and operations are straightforward and the Company's President/CEO has substantial financial and auditing expertise, the Company does not find it necessary to augment its Board with a formal financial expert.

#### Code of Ethics

The Company has not adopted a written "code of ethics" that meets the new United States' Sarbanes-Oxley standards; the Board of Directors believes that existing Canadian standards and procedures is adequate for its purposes. The Company has not seen any need to adopt a written code of ethics on the basis that its corporate culture effectively deters wrongdoing and promotes honest and ethical conduct, full, fair and accurate, timely, and understandable disclosure in reports and documents, the compliance with applicable governmental laws, rules and regulations; the prompt internal reporting of violations of the code; and accountability for adherence to the code.

#### **ITEM 10. EXECUTIVE COMPENSATION**

The Company has no formal plan for compensating its Directors for their service in their capacity as Directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any Director undertaking any special services on behalf of the Company other than services ordinarily required of a Director. During Fiscal 2006, no Director received and/or accrued any compensation for his services as a Director, including committee participation and/or special assignments.

Total compensation paid/accrued (directly/indirectly) to all Officers/ Directors for Fiscal 2006 was \$54,000, including \$30,000 paid to Myntek Management Services Inc. and \$24,000 paid to Wynson Management Services Ltd.; refer to ITEM 12. No stock options/SARS were granted or exercised during the most recent fiscal year. No other compensation was granted.

Management functions of the Company are not to any substantial degree performed by a person other than the directors or senior officers of the Company. The Company has a management contract dated 5/1/2000 with Myntek Management Services Inc., a private British Columbia company owned as to 50% by Harry Chew, President/CEO/Director of the Company and 50% by his spouse. Under the agreement, Myntek Management Services Inc. is paid a management fee of \$2,500 per month, plus reasonable expenses related to the performance of its duties. For the year ended 2/28/2006, management fees in the amount of \$30,000 were paid or accrued to Myntek Management Services Inc.

During Fiscal 2006, no funds were set aside or accrued by the Company to provide pension, retirement or similar benefits for Directors or Executive Officers. The Company has no plans or arrangements in respect of remuneration received or that may be received by Executive Officers of the Company in Fiscal 2007 to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds US\$100,000 per Executive Officer.

**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS  
AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The Company is a publicly-owned corporation, the shares of which are owned by residents of the United States, Canada, and other countries. The Company is not controlled directly/indirectly by another corporation/any foreign government.

Table No. 7 lists as of 5/10/2006 all persons/companies the Registrant is aware of as being the beneficial owner of 5% or more of the common stock of the Registrant. It also lists all Directors and Executive Officers who beneficially own the Registrant's voting securities and the amount of the Registrant's voting securities owned by the Directors and Executive Officers as a group. All Officer/Director addresses c/o Bi-Optic Ventures Inc.: 1030 West Georgia Street, Suite #615, Vancouver, British Columbia V6E 2Y3.

Table No. 7  
Shareholdings of 5% Shareholders

Title of Class	Name/Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class #
Common	Harry Chew (1)	602,084	2.6%
Common	Sonny Chew	102,000	1.1%
Common	David J.L. Williams	145,000	1.6%
<b>Total Directors and Officers</b>		<b>849,084</b>	<b>9.3%</b>
(1) 261,834 shares are held indirectly by Pacific Paragon Investment Fund Ltd a private company controlled 50% by the spouse of Mr. Harry Chew and 50% by Mrs. Jodie Nitta.			
# Based on 9,113,235 shares outstanding as of 5/10/2006			

Securities authorized for issuance under equity compensation plans.

--- No Disclosure Necessary ---

## **ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Management functions of the Company are not to any substantial degree performed by a person other than the directors or senior officers of the Company. The Company has a management contract dated 5/1/2000 with Myntek Management Services Inc., a private British Columbia company owned as to 50% by Harry Chew, President & Director of the Company and 50% by his spouse. Under the agreement, Myntek Management Services Inc. is paid a management fee of \$2,500 per month, plus reasonable expenses related to the performance of its duties. For the fiscal years ended 2/28/2006 and 2/28/2005, management fees in the amount of \$30,000 were paid or accrued in each year to Myntek Management Services Inc.

During Fiscal 2006, the Company paid rent of \$30,000 (2005 = \$30,000) to Pacific Paragon Investment Fund Ltd., a private company controlled 50% by the spouse of Harry Chew and 50% by Mrs. Jodie Nitta.

During Fiscal 2006, the Company paid \$24,000 (2005 = \$26,000) to Wynson Management Services Ltd., a private company controlled by Sonny Chew, a Director of the Company, and his spouse, for bookkeeping and accounting services.

During Fiscal 2002, the Company borrowed: \$700 from Harry Chew, \$535 from Sonny Chew, \$3,000 from Myntek Management Services Inc., and \$5,185 from Pacific Paragon Investment Fund Ltd., to fund operations. These amounts are unsecured, are non-interest bearing, and are repayable after 3/31/2003. The loans were repaid in full in March 2004.

During Fiscal 2001, the Company borrowed \$24,000 from Pacific Paragon Investment Fund Ltd., a private company owned as to 50% by the spouse of Harry Chew, to fund operations. No interest is paid on such borrowings and there is no formal date for repayment. The loans were repaid in full in March 2004.

Other than described above, there have been no transactions since 2/28/2003, or proposed transactions, which have materially affected or will materially affect the Company in which any Director, Executive Officer, or beneficial holder of more than 10% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest.

**ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K**

- 2. Plan of acquisition, reorganization, arrangement, liquidation, or succession: No Disclosure Necessary
- 3. Articles of Incorporation/By-Laws:  
Incorporated by reference to Form 10-SB Registration Statement  
Filed 3/13/2002, as amended.
- 4. Instruments defining the rights of holders, incl. indentures  
--- Refer to Exhibit #3 ---
- 9. Voting Trust Agreements: No Disclosure Necessary.
- 10. Material Contracts:  
Incorporated by reference to Form 10-SB Registration Statement  
Filed 3/13/2002, as amended;
- 11. Statement re Computation of Per Share Earnings: No Disclosure Necessary
- 13. Annual or quarterly reports, Form 10-Q: No Disclosure Necessary
- 14. Code of Ethics: No Disclosure Necessary
- 16. Letter on Change of Certifying Accountant:
- 18. Letter on change in accounting principles: No Disclosure Necessary
- 20. Other documents or statements to security holders: No Disclosure Necessary
- 21. Subsidiaries of the Registrant: No Disclosure Necessary
- 22. Published report regarding matters submitted to vote: No Disclosure Necessary
- 23. Consent of Experts and Counsel: No Disclosure Necessary
- 24. Power of Attorney: No Disclosure Necessary
- 31. Rule 13a/15d-14(a) Certifications attached
- 32. Section 1350 Certifications attached
- 99. Additional Exhibits: No Disclosure Necessary

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Professional accounting services were rendered by Manning Elliott LLP for Fiscal 2006 and Fiscal 2005.

Audit Fees

The aggregate fees billed for professional services rendered by the Company's principal accountant for the audit of the Company's annual financial statements for the fiscal years ended 2/28/2006 and 2/28/2005 were \$9,300 and \$8,000, respectively.

Audit Related Fees

The Company incurred no fees during the last two fiscal years for assurance and related services by the Company's principal accountant that were reasonably related to the performance of the audit of the Company's financial statements.

Tax Fees

The Company incurred fees totaling \$500 and \$1,300 during the fiscal years ended 2/28/2006 and 2/28/2005, respectively, for professional services rendered by the Company's principal accountant for tax compliance.

All Other Fees

The Company incurred no fees during the last two fiscal years for services rendered by the Company's principal accountant relating to the preparation of quarterly financial statements for inclusion in the Company's quarterly reports on Form 10QSB.



**SIGNATURE PAGE**

Pursuant to the requirements of Section 12g of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 10-KSB and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bi-Optic Ventures Inc. --- SEC File # 000-49685  
Registrant

Dated: May 26, 2006 By /s/ Harry Chew  
Harry Chew, President/CEO/CFO/Director

Dated: May 26, 2006 By /s/ Sonny Chew  
Sonny Chew, Director

**EXHIBIT 31.1**

**SARBANES-OXLEY SECTION 302 CERTIFICATION**

I, Harry Chew, certify that:

1. I have reviewed this annual report on Form 10-KSB of Bi-Optic Ventures Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ Harry Chew

Harry Chew

Chief Executive Officer and Chief Financial Officer

May 26, 2006

**EXHIBIT 32.1**

**SARBANES-OXLEY SECTION 906 CERTIFICATION**

In connection with the Annual Report of Bi-Optic Ventures Inc. (the "Company") on Form 10-KSB for the period ended February 28, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Harry Chew, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Harry Chew

Harry Chew

Chief Executive Officer and Chief Financial Officer

May 26, 2006